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Portsmouth Dry Dock and Steamboat Basin Co.

Charter of the Portsmouth Dry Dock...

[S.l.]

[1852?]

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CHARTER

OF THE

PORTSMOUTH DRY DOCK AND STEAMBOAT BASIN COMPANY,

OHIO.

AN ACT

To Incorporate the Portsmouth Dry Dock and Steamboat Basin Company.

SEC. 1. *Be it enacted by the General Assembly of the State of Ohio*, That Silas M. Stilwell, James L. Curtis, John Jacob Astor, Thomas L. Servoss and Edward Hamilton, and their present and future associates, shall be and hereby are created, constituted and declared to be a body politic and corporate, by the name of the *Portsmouth Dry Dock and Steamboat Basin Company;* and by that name they and their successors may have succession for the term of thirty years, and be capable in law of contracting and being contracted with relative to the business of said corporation, of suing and being sued in all courts and places whatsoever, and may have a common seal; and by the name and style aforesaid, the said corporation shall have power and authority, at any place or places in the townships of Wayne and Washington, in the county of Scioto, to construct and use one or more dry and wet docks, and to excavate and make use of a basin or basins of such extent as may seem to them expedient and fit, for the purpose of receiving steam and canal boats, and connect the canal boat basin with the Ohio Canal, anywhere upon the land owned by said company between the Ohio river and Moss's mill, and own and employ water power for the purpose of building, receiving and repairing steamboats and other water crafts; and also the power of constructing grades and ferries, and holding and leasing the same, demanding such tolls and rates of wharfage as may seem reasonable and proper; but said company shall not charge less for wharfage than shall be charged by the present town of Portsmouth for the like privilege; and shall be capable of holding such estate or pro-

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perty as shall or may be necessary for the accommodation and furtherance of their said business and concerns; *Provided*, That nothing herein contained shall be construed to give said corporation the power to extend their works below the lane known as Thomas' street in the town of Alexandria, or to connect either by lock or railroad, or other means, any basin or canal which may be constructed north and west of the old bed of the Scioto river, with the steamboat basin of the company, or with the Ohio river, excepting the necessary connection between the canal and steamboat basins and the Ohio canal hereinbefore provided for; nor shall the said corporation have power to connect any basin or canal which may be hereafter constructed by any individual or individuals, body or bodies corporate, with their works; nor shall said company construct any navigable canal or basin west of a line running north of the old mouth of the Scioto, or interfere with the vested rights or privileges of any other person or persons, or bodies corporate; nor shall this act be construed to give the said corporation the exclusive right or privilege to erect a dry dock or docks at the places aforelaid, or to prevent the legislature from granting like privileges to any person or body corporate, so that said grant shall not interfere with the privileges hereby granted to said company.

Sec. 2. That it shall be lawful for said company to commence and construct, and they shall within four years from the first of April next, construct and build a good and sufficient bridge across the Scioto river at the new cut; which bridge shall connect the town of Portsmouth on the east side of the river, with the works of the company, and which shall be kept in repair by the said company; and the said company shall have power to demand and receive toll from travellers and others passing said bridge, agreeably to the following rates, viz.:

Foot passengers, two cents;

Horse, mule or ass, one year old or upwards, three cents;

Horse and rider, six and a fourth cents;

Chaise, chair, or gig and two horses, twenty-five cents; same with one horse, eighteen and three-fourth cents;

Sled or sleigh, two horses or oxen, twelve and a half cents;

Coach or pleasure carriage four horses, fifty cents; same with two horses, thirty-one cents;

Wagon and one horse, twelve and a half cents; ditto with two horses, twenty-five cents; each additional horse, four cents;

Horse, mule or ass under one year old, one cent;

Neat cattle over six months old, one cent; cattle under six months, and each hog or sheep, one-half cent: *Provided*, that all persons going to

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and returning from public worship on the sabbath, all funeral processions and troops of this State, with their artillery, baggage and stores, all persons going to and returning from musters of the militia, and elections, and all children going to and returning from school, may pass over said bridge free of toll; and it shall be the duty of this company to keep up at all times exposed to public view a board or canvass, on which shall be written or printed in fair and legible characters, the rates of toll above established: *And provided further*, That if the said company, or its agent or agents, shall at any time demand or receive any higher rate of toll than is authorized by this act, or demand toll of any person by this act exempted from the payment thereof, the said company shall for each and every such offence pay the sum of fifteen dollars, the one moiety for the use of the poor, and the other for the use of any person who shall sue for the same before any justice or court having cognizance thereof: *Provided*, That no suit or action shall be brought unless within thirty days after such offence shall have been committed.

Sec. 3. That the capital stock of said company shall be two millions of dollars, and that a share of the same shall be two hundred and fifty dollars, and shall be assignable and transferable on the books of said corporation according to the by-laws thereof, and shall be personal estate; and the subscriptions to said stock shall be opened under the direction of the directors hereinafter named or a majority of them, after having given fifteen days notice of the time and place of opening such subscription by advertisement in one or more of the newspapers printed in the town of Portsmouth, and in the cities of Columbus, Cincinnati and New York, which said subscription shall be kept open to all persons desirous of subscribing, until the whole number of shares shall be subcribed for, and such rules shall be adopted and prescribed in the premises by said directors as shall produce a fair and equitable distribution of said stock.

Sec. 4. That no transfer of any stock in such company shall be valid until said transfer shall have been endorsed on the certificate of stock transferred, or registered in a book or books to be kept by the directors of said company for such purpose; which said book or books shall at all reasonable times, during the usual hours of transacting business, be open to the examination of any person having in his possession any debt against said company, the payment of which shall have been refused; and in case any officer of said company having in his charge said book or books shall refuse to permit the same to be examined as aforesaid, he shall forfeit for every such offence the sum of two hundred and fifty dollars, the one moiety

thereof to the State of Ohio and the other to him who will sue for the same, to be recovered together with costs by action of debt in any court of record in this State: *Provided, however*, That nothing in this act shall be so construed as to permit said company, or its officers or agents, to circulate or issue any certificates of deposits or others evidences of debt to circulate as money.

SEC. 5. That the stock, property, affairs and concerns of the said company shall be ordered, managed and conducted by thirteen directors hereinafter named, for the time being, and that the directors hereinafter to be chosen shall be stockholders, and shall hold their offices from the first Tuesday of March in every year, inclusive, and shall be elected on the first Tuesday of February annually thereafter, at such time and place as a majority of the directors for the time being shall appoint; and that at least twenty days notice be given of the said election by advertisement in one or more of the newspapers in the town of Portsmouth, and in the cities of Columbus, Cincinnati and New York; and that the polls shall remain open for the reception of votes at least six hours; and that all elections for directors shall be by ballot, by the stockholders, either in person or by proxy; and that each stockholder shall be entitled to vote for each share of stock which shall have stood in his or her name for at least fourteen days before the time of voting; and those having the highest number of votes shall be directors; and if two or more persons shall have the same number of votes, the directors in office at the time shall determine by ballot which of said persons shall be director or directors, so as to complete the whole number; and the directors so chosen shall, as soon as may be thereafter, proceed to elect one of their number by ballot as president; and if any director hereinafter to be chosen shall die, cease to be a stockholder, or resign, his office shall be vacant, and the vacancy shall be filled by the remaining directors, by a plurality of votes until the next annual election; and that Silas M. Stilwell, James L. Curtis, H. P. Robinson, John Craighead, Stiles Curtis, Willis Hall, Thomas L. Servoss, Peter R. Wycoff, John Glover, Thomas Gibbons, James Lodwick, Edward Hamilton, and I. T. Hudson shall be the first directors, who shall hold their offices until the first day of March, 1840, and until others are chosen in their places, and shall proceed to choose their president at such times as they or a majority of them may appoint: *Provided*, that the stockholders of said company shall be individually bound for any and every contract or debt by said company* contracted or incurred for building said bridge and making and constructing said canal and steamboat basin; and each and every of the improvements contemplated by said company in this act after the creditor or creditors shall have exhausted the corporate property of said company.

SEC. 6. That in case it shall happen at any time that an election of directors shall not be made on the day appointed by this act for that purpose, the said corporation shall not for that cause, or for any non user, be

* All existing contracts are framed to exclude any personal liability of the Stockholders, on any account, and the Company are pledged that all future contracts will be guarded in like manner.

dissolved, but it shall and may be lawful to hold an election at any day subsequent to the day herein appointed.

SEC. 7. That the directors for the time being shall form a board, and that a majority of them shall be a quorum for the transaction of business, and shall have power to make such by-laws, rules, and regulations as to them shall appear needful and proper, touching the affairs of this corporation, and shall have power to appoint as many officers, clerks and servants, for carrying on the business thereof, as to them may seem meet.

SEC. 8. That it shall and may be lawful for the directors, or a majority of them, to require payment of the sums to be subscribed at such times, in such proportions, and on such conditions as they or a majority of them shall think fit, under penalties of the forfeiture of all previous payments thereon, and that previous notice of the instalments required after the first, and of the time when the same are to be paid, shall be published at least thirty days previously, in the town of Portsmouth, and in a newspaper in the cities of Columbus, Cincinnati and New York.

SEC. 9. That said company shall have the right at all times to use and employ the waste water passing from Moss's mills, and the surplus and waste water of the Ohio canal at and between the said mills and the Ohio river, for the purpose of supplying said latteral canal and steamboat basin, and other employments incidental to and connected with the business of said company referred to and described in this act, reserving to the State at all times the prior use of said water for all purposes of the Ohio canal and other improvements by the State; and also reserving to the State the right to exact and charge such fair and reasonable rent as may be agreed upon for so much of said water as may be employed by said company for milling and mechanical purposes.

SEC. 10. That all and every mechanic, laborers and contractor with said company for the building of any and every edifice, structure, or the doing of any job or piece of work contemplated by said company under this act, shall have a full and absolute lien and right of possession of such edifice, structure, job or piece of work until such company shall have paid such mechanic, laborer or contractor for all materials by him or them carried into such work, and all labor expended upon the same according to the terms of the contract in relation thereto; which lien shall cease on payment as aforesaid; and that whenever any such mechanic, laborer, jobber, or contractor shall surrender his possession to said company, such lien shall cease and be determined as well in relation to said company as to all and every other person, and persons, bodies politic and corporate, and when any laborer under any contractor with said company shall give written notice to the agent or any officer of said company that there is due him an amount of money for services done or materials provided for said work, and at the same time deliver to said agent or officer a copy of his account, it shall be lawful for, and the duty of, said company to withhold from such contractor the amount of such account, until the same shall be judicially or otherwise ascertained between the parties; and when so ascertained said company shall pay the amount thereof to such laborer if so much shall be

due said contractor, and if not so much shall be so due, then the amount they shall be owing said contractor, which payment shall be, and is hereby declared to be, a good and sufficient payment to that amount to such contractor.

SEC. 11. That this act shall be deemed a public act, and shall be benignly and favorably construed for the purposes herein expressed and declared in all courts and places whatsoever: *Provided*, That nothing in this act shall be construed so as to prevent any future legislature from altering, amending or repealing said act.

JAMES J. FARAN,
Speaker of the House of Representatives.

WILLIAM HAWKINS,
Speaker of the Senate.

March 9, 1839.

AN ACT

To amend the Act entitled "An Act to incorporate the Portsmouth Dry Dock and Steamboat Basin Company, passed the 9th day of March, 1839.

SEC. 1. *Be it enacted by the General Assembly of the State of Ohio*, That said company shall not be confined to the period prescribed by their charter for building the bridge named therein, but they shall, within four years from the first day of June next, build a bridge across the Scioto river, at the new cut, so called, to connect the town of Portsmouth, on the east side of said river, with the works of the said company, and which bridge may be extended along on, and at the east end thereof, so far as shall be necessary, and may be so secured by walls, abutments, embankments, or otherwise, at said east end, as the agent of said company, or the architect who shall superintend the building thereof, shall think necessary, and as he may direct; and the said company may charge, and shall be entitled to receive the same tolls, and not otherwise, than as allowed by the second section of the act hereby amended, and shall be subject to all and every the penalties and regulations contained in said second section for a violation of any of the provisions thereof; but said company shall, within two years from the first day of April next, expend, in the purchase and procuring of materials and labour, expended on and for said bridge, the full sum of ten thousand dollars towards the construction thereof.

SEC. 2. Said company may, and it is hereby made their duty at all times, until said bridge shall be finished, to keep up, and keep in good repair, their ferry, as now established, across the Scioto river; and they may extend a branch thereof, from its present termination, on the east side of

said river, to their own land, on the north side of the point of land on which they are making their canal boat basin, and other improvements, and charge the same fare for ferriage to said point as is now charged for crossing at the present ferry; said ferry and branch to be subject to all and every wholesome regulation, for the proper keeping thereof, which the common council of the town of Portsmouth may see fit to impose, and to pay such sum annually to said town, for license fees, as they shall exact, reserving to said company the right of appeal from any regulation or assessment which said town may make in the premises, to the Court of Common Pleas of the county of Scioto, at their next term thereof, after the making of any ordinance, or imposing any sum on said company, for the keeping of said ferry, and which appeal, so to be taken from time to time, said court shall proceed to hear and determine, and their decision, when made, shall be final and conclusive upon the parties; and that so much of the eighth section of the act entitled "An Act further to amend the act entitled an act incorporating the town of Portsmouth, in the county of Scioto, passed March, one thousand eight hundred and thirty-eight, as purports to authorize the president and council of the town of Portsmouth, to refuse a license to said company, to keep, maintain, and use their said ferry in their own right and for their own benefit, or which allows said common council the right to establish any other ferry on any portion of the lands of said company, embraced within their act of incorporation, without first obtaining the consent of said company, is hereby repealed; provided, that the court of common pleas of Scioto county shall, on the application of the president of the common council of said town, from time to time; direct what rate of ferriage said company shall charge and demand, and which direction shall be conclusive upon said company.

SEC. 3. That the corporate authority of the town of Portsmouth, under their act of incorporation, over the lands of said company, situated between the old and new mouths of the Scioto river, and between the old bed thereof and the Ohio river, being the lands on which said company are making their canal boat basin, and other improvements, and known as the "Point," be forthwith discharged from the corporate authority and control of said town, as regards the right of said town to levy taxes thereon, and in all other respects, excepting and reserving to said town, the right to exercise their police authority over said premises, for the preservation of order, punishing offences, abating nuisances, and all disorderly conduct, provided that nothing herein contained shall be so construed as to allow the inhabitants thereon the benefit of the common schools, as organized by said town, until they shall submit to be taxed for that purpose.

SEC. 4. That said company shall not, directly or indirectly, engage in any business, as forwarding merchants, or in the transportation of merchandise on the Ohio canal, or in any way interfere with the government, management or control of the Ohio canal, or in any part thereof, and that the board of public works shall have power to direct what tolls said company shall charge on their canal; but no greater or higher rate shall be directed, than is charged on the Ohio canal.

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SEC. 5. That it shall be lawful for said company to hold an election, for the choice of directors thereof, on the first Tuesday of June next, and annually thereafter, on that day, at such place in the town of Portsmouth, as shall be from time to time designated, by giving twenty days notice thereof, in one or more newspapers printed in said town. That Silas M. Stitwell, John Glover, John Craighead, Thomas Gibbons, James Lodwick, and James L. Curtis, or a majority of them, are hereby authorized to hold said election in June next, and that the stockholders of said company may then and there, in pursuance of said notice, proceed to choose, not less than five, or more than seven directors, in place of the present number, in the manner prescribed by their act of incorporation, and which said directors, so to be chosen, and their successors shall hold their office until others are chosen in their stead, and may, from time to time, fill all vacancies which may happen in their board, and they may appoint such agents and superintendents to manage and conduct the construction of their improvements and affairs, as they shall think necessary and proper. That any two directors shall have power to hold any annual election, after June next, at the place and in the manner aforesaid.

SEC. 6. That all laws, and parts of laws, incompatible with, or contravening any of the provisions or enactments herein contained, shall be, and are hereby repealed. This act to take effect, and be in force, from and after the passage thereof,

RUFUS P. SPALDING,
Speaker of the House of Representatives.

JAMES J. FARAN,
Speaker of the Senate.

March 7, 1842.

Copy of Section No. 74 of the Act to provide for the creation and regulation of Incorporated Companies in the State of Ohio, passed May 1st, 1852.

SEC. 74. That the board of directors or trustees of any company heretofore incorporated, or which may hereafter be formed, under any law of this State, may, with the written consent of the persons in whose names a majority of the shares of the capital stock thereof shall stand on the books of said company, reduce the amount of said capital stock, and the nominal value of all the shares thereof, and issue certificates therefor; Provided that the rights of creditors shall not be affected or in anywise impaired by the reduction of the capital stock of any such corporation.

INTENTIONAL SECOND EXPOSURE

SEC. 5. That it shall be lawful for said company to hold an election, for the choice of directors thereof, on the first Tuesday of June next, and annually thereafter, on that day, at such place in the town of Portsmouth, as shall be from time to time designated, by giving twenty days notice thereof, in one or more newspapers printed in said town. That Silas M. Stitwell, John Glover, John Craighead, Thomas Gibbons, James Lodwick, and James L. Curtis, or a majority of them, are hereby authorized to hold said election in June next, and that the stockholders of said company may then and there, in pursuance of said notice, proceed to choose, not less than five, or more than seven directors, in place of the present number, in the manner prescribed by their act of incorporation, and which said directors, so to be chosen, and their successors shall hold their office until others are chosen in their stead, and may, from time to time, fill all vacancies which may happen in their board, and they may appoint such agents and superintendents to manage and conduct the construction of their improvements and affairs, as they shall think necessary and proper. That any two directors shall have power to hold any annual election, after June next, at the place and in the manner aforesaid.

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END OF
TITLE